

LAW OFFICES  
**MORGAN, LEWIS & BOCKIUS LLP**  
101 Park Avenue  
New York, New York 10178  
(212) 309-6000

1701 Market Street  
Philadelphia, PA 19103  
(215) 963-5000

ATTORNEYS FOR DEFENDANTS

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

CARMELO MILLAN, individually, and on Behalf  
of All Other Persons Similarly Situated,

Plaintiffs,

vs.

CITIGROUP, INC.,  
CITIGROUP TECHNOLOGY, INC.

Defendants.

Civil Action No. 07-CIV-3769

*Electronically Filed*

**MEMORANDUM OF LAW IN SUPPORT OF  
UNOPPOSED MOTION TO FILE EXHIBITS IN  
SUPPORT OF DEFENDANTS' REPLY BRIEF IN FURTHER SUPPORT OF  
MOTION FOR SUMMARY JUDGMENT  
WITH CONFIDENTIAL INFORMATION UNDER SEAL**

Defendants Citigroup Inc. and Citigroup Technology, Inc. (collectively "Defendants"),  
by and through their undersigned counsel Morgan, Lewis & Bockius LLP, hereby submit this  
memorandum of law pursuant to Rule 6 of the United States District Court, Southern District of  
New York, Procedures for Electronic Case Filing and request that they be allowed to file  
Exhibits J-M attached to the Affidavit of Sarah E. Pontoski under seal. Plaintiff has agreed not

to oppose this motion so long as Defendants' motion is consistent with the Confidentiality Agreement and Order that this Court entered on February 20, 2008.

On February 20, 2008, the Court entered a Confidentiality Agreement and Order, which the parties agree govern the treatment of confidential discovery material and the filing thereof. (Docket No. 25). Pursuant to the Confidentiality Agreement and Order, discovery materials are defined as Confidential if the "[d]iscovery materials contain[] trade secrets, or other sensitive business, commercial, proprietary, financial, personal or personnel information or any extracts or summaries thereof that is not publicly filed with any state or regulatory authority." In addition, pursuant to the Confidentiality Agreement and Order, the parties have agreed to file discovery materials designated as Confidential pursuant to the Confidentiality Agreement and Order under seal with the Court. (Id.).

Due to the confidential nature of the commercial and proprietary business information that is contained in Exhibits J-M of the Affidavit of Sarah E. Pontoski, Defendants respectfully request that the Court permit them to file Exhibits J-M of the Affidavit of Sarah E. Pontoski under seal. These documents have not been publicly filed with any state or regulatory authority. Defendants' designation of these documents as Confidential is consistent with the terms of the Confidentiality Agreement and Order entered by the Court on February 22, 2008. (Docket No. 25).

Dated: April 1, 2008

Respectfully submitted,

By: /s/ Sarah E. Bouchard  
Sam S. Shaulson (SS 0460)  
MORGAN, LEWIS & BOCKIUS LLP  
101 Park Avenue  
New York, New York 10178  
(212) 309-6000

Sarah E. Bouchard (Pa. I.D. #77088)

Sarah E. Pontoski (Pa. I.D. #91569)  
*Admitted Pro Hac Vice*  
MORGAN, LEWIS & BOCKIUS LLP  
1701 Market Street  
Philadelphia, PA 19103-2921  
(215) 963-5387/5077/5059/5763